

Joseph M. Pastore III, Esq. (JP-1717)
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Attorney for Defendants Kevin O' Hare and Jeffery Koester

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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One Communication Corp., as successor in	:
interest to CTC Communications Group, Inc.	:
and CTC Communications Acquisitions	:
Corp.,	:
Plaintiff,	:
v.	:
JP Morgan SBIC LLC, Sixty Wall Street	:
SBIC Fund, L.P., The Megunticook Fund II,	:
L.P., Kevin O'Hare, Jeffery Koester, Mellon	:
Investor Services LLC as nominal defendant	:
as escrow agent and Verizon New England	:
Inc., as defendant on a declaratory judgment	:
claim,	:
Defendants.	:
-----	X

Case No. 1:07-civ-03905 (LTS)

**AFFIDAVIT OF
JOANNE RAPUANO
IN SUPPORT OF PROPOSED
SUPERSEDING ORDER
TO ADMIT COUNSEL
NUNC PRO TUNC**

OCTOBER 26, 2007

STATE OF CONNECTICUT

ss:

COUNTY OF FAIRFIELD

Joanne Rapuano, being duly sworn, hereby deposes and says as follows:

1. I am an attorney at the law firm of Dreier LLP, counsel for Defendants Kevin O' Hare and Jeffery Koester (collectively the "Defendants") in the above captioned action. I am familiar with the proceedings in this case. I make this statement based on my personal knowledge of the facts set forth herein.
2. On October 15, 2007, Defendants filed a motion to admit David B. Mack ("Attorney Mack") as counsel *pro hac vice* [Dkt. # 62]. The accompanying Affidavit of Joseph M. Pastore III in Support of Motion to Admit Counsel Pro Hac Vice (the "Affidavit") included a typographical error whereby it stated that

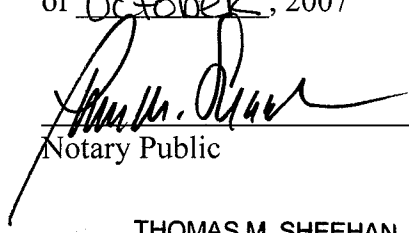
Attorney Mack is counsel to Defendant Verizon New England Inc. In Fact, Attorney Mack is counsel to Defendants Kevin O'Hare and Jeffery Koester.

3. The accompanying Order also included the typographical error referencing Attorney Mack as counsel for Verizon New England Inc.
4. On October 23, 2007, the Court granted the Motion to admit David B. Mack to appear *pro hac vice* [Dkt. # 63] as counsel for Verizon New England Inc.
5. I respectfully submit attached to this Affidavit as Exhibit A, the proposed Superseding Order *nunc pro tunc* granting the admission of David B. Mack *pro hac vice* as counsel to Defendants Kevin O'Hare and Jeffrey Koester.

By:


Joanne Rapuano

Sworn and subscribed to
before me this 26 day
of October, 2007


Notary Public

THOMAS M. SHEEHAN
NOTARY PUBLIC
MY COMMISSION EXPIRES DEC. 31, 2008